

Debtors.

(Jointly Administered)

STATE OF NEW YORK)
) ss:
COUNTY OF ALBANY)

4. The Debtors have requested, and Couch White has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), with respect to such

matters. Additionally, the Debtors have requested, and Couch White proposes, to render the following services to the Debtors:

1. NYPA contracts for Amherst, NY facility – Representing Delphi in effort to have NYPA contracts for hydroelectric power transferred to Delphi's Amherst facility. Approximate monthly fees = \$2,000.
2. RG&E SC 10 Negotiations – 2005 – Negotiations with Rochester Gas & Electric Corporation regarding a special rate contract for electric delivery service. Approximate monthly fees = \$3,000.
3. Energy Contract Restructuring for Lockport, NY facility – Negotiations to restructure energy supply (electricity and steam) contracts for Delphi's Lockport, N.Y. facility. Approximate monthly fees = \$10,000.
4. Niagara Project Relicensing Effort – Representing Delphi and others, through Multiple Intervenors, in supporting relicensing of the Niagara Project, from which Delphi receives an allocation of hydropower. Approximate monthly fees = \$2,000.
5. Power Quality Problems and Reliability – Representing Delphi and others, through Multiple Intervenors, in an investigation into voltage and power quality issues impacting industrial customers. Approximate monthly fees = \$500.
6. Renewable Portfolio Standard – Representing Delphi and others, through Multiple Intervenors, in a PSC proceeding regarding the adoption and implementation of a renewable portfolio standard, which can have a material impact on Delphi's electricity costs. Approximate monthly fees = \$500.
7. SBC Phase III – Representing Delphi and others, through Multiple Intervenors, in a PSC proceeding regarding the possible extension and modification of the System Benefit Charge. Approximate monthly fees = \$500.
8. NYISO Demand Curve – Representing Delphi and others, through Multiple Intervenors, in proceedings involving the New York Independent System Operator, Inc.'s adoption of a Demand Curve pricing model for installed capacity, which impacts Delphi's electricity costs. Approximate monthly fees = \$200.
9. RG&E Electric & Gas Rates Proceeding – Representing Delphi and others, through Multiple Intervenors, an electric and gas rate proceeding

involving Rochester Gas & Electric's Corporation, which is a utility service to Delphi. Approximate monthly fees = \$200.

10. Flexible Rate – Representing Delphi and others, through Multiple Intervenors, in a PSC proceeding regarding the establishment of guidelines for special utility contracts. Approximate monthly fees = \$400.

11. NYISO Representation - Representing Delphi and others, through Multiple Intervenors, in matters before the New York Independent System Operator and the Federal Energy Regulatory Commission affecting Delphi's energy costs. Approximate monthly fees = \$650.

5. Couch White's current fee arrangement is hourly, with monthly fees totaling approximately \$19,900.

6. Except as set forth herein, no promises have been received by Couch White or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

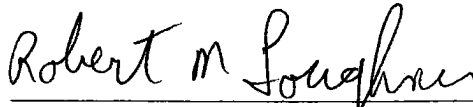
7. Couch White has no agreement with any entity to share with such entity any compensation received by Couch White.

8. Couch White and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Couch White does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors on their estates.

9. Neither I, Couch White, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Couch White is to be engaged.

10. The foregoing constitutes the statement of Couch White pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


ROBERT M. LOUGHNEY

Subscribed and sworn before me
this 8th day of November, 2005.


Notary Public

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SHERI L. GLINDMYER
Notary Public, State Of New York
No. 01BE6028301
Qualified In Schenectady County
Commission Expires July 26, 20 09